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AUG 14 2007

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August 13, 2007

**VIA Federal Express Overnight Delivery**

The Honorable Marlene H. Dortch  
Secretary  
Federal Communications Commission  
Wireline Competition Bureau – CPD – 214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

**Re: Application for Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Complete a Transfer of Assets**

Dear Ms. Dortch:

On behalf of Charter Communications Entertainment II, LLC, CCO Fiberlink, LLC and Charter Fiberlink CA – CCO, LLC (collectively, “Charter”), enclosed is an application for authority to complete a transaction whereby Charter will acquire assets from WaveDivision VI, LLC and Wave Broadband, LLC (collectively, “Wave”).

Pursuant to Section 63.04(b) of the Commission’s rules, Applicants submit this filing as a combined international and domestic section 214 transfer of control application (“Combined Application”). Applicants are simultaneously filing the Combined Application with the International Bureau, through Mellon Bank, together with a Petition for Waiver of the requirement to submit the Combined Application to the International Bureau through IBFS on the ground that there is no File Number identifying Wave’s international Section 214 authority, which is a required entry in the electronic application form.

Also enclosed is a check in the amount of \$965.00 made payable to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission’s rules.

**FRIEND, HUDAK & HARRIS, LLP**  
ATTORNEYS AT LAW

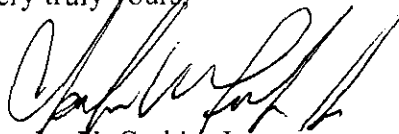
*The Honorable Marlene H. Dortch*

August 13, 2007

Page 2

Please date-stamp the enclosed extra copy of this letter and return it in the envelope provided.  
Please direct any questions regarding this filing to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Charles V. Gerkin, Jr.", written over the typed name.

Charles V. Gerkin, Jr.

CVG/jh  
Enclosures

Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, DC

In the Matter of )  
 )  
**CHARTER COMMUNICATIONS** )  
**ENTERTAINMENT II, LLC** )  
**CCO FIBERLINK, LLC and** )  
**CHARTER FIBERLINK CA-CCO, LLC,** )  
 )  
Transferees, )  
 )  
and )  
 )  
**WAVE DIVISION VI, LLC and** )  
**WAVE BROADBAND, LLC,** )  
 )  
Transferors, )  
 )  
Joint Application for Consent to Transfer )  
International and Domestic Assets )  
and Customers Pursuant to Section )  
214 of the Communications Act of )  
1934, as amended )

File No. \_\_\_\_\_

**JOINT APPLICATION FOR CONSENT TO TRANSFER  
INTERNATIONAL AND DOMESTIC ASSETS AND CUSTOMERS PURSUANT TO SECTION 214  
OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Communications Act"), 47 U.S.C. § 214, and Sections 63.03, 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.04 and 63.24, Charter Communications Entertainment II, LLC ("CCE II"), CCO Fiberlink, LLC ("CCO Fiberlink"), Charter Fiberlink CA-CCO, LLC ("Charter Fiberlink") (CCE II, CCO Fiberlink and Charter Fiberlink collectively referred to as "Charter") and WaveDivision VI, LLC ("WaveDivision") and Wave Broadband, LLC ("Wave Broadband") (WaveDivision and Wave Broadband collectively referred to as "Wave," and together with Charter, the "Applicants") hereby request consent (to the extent, if any, that such consent may be required) to transfer to Charter (a) certain tangible and intangible assets and related liabilities of

Wave Broadband that are to be used or useful in providing domestic interstate and international telecommunications services and (b) the customers to whom Wave Broadband currently provides interconnected Voice over Internet Protocol (“interconnected VoIP”) services.<sup>1</sup>

Because Section 214 requires the Commission’s approval only for the provision of telecommunications services and the transfer of control of authorizations to provide telecommunications services, and because the Commission has not determined that interconnected VoIP services such as those provided by Wave Broadband are telecommunications services, the Applicants believe that the Commission’s consent to the proposed transaction is not required. Because of the uncertain state of the law concerning interconnected VoIP services, however, Applicants are submitting this Joint Application out of an abundance of caution. In the event that within thirty (30) days after the filing of this Joint Application the Commission has neither (a) issued a Public Notice concerning either the domestic or international authority requested by the Joint Application nor (b) communicated directly with the Applicants concerning the Joint Application, the Applicants will assume that the Commission agrees that no approval pursuant to Section 214 is required for the proposed transaction and will proceed to consummate the transaction.

The assets involved in the proposed transaction include substantially all of the systems providing cable television service, high speed data service and interconnected VoIP service to customers in and around the cities of Cerritos and Ventura, California (referred to herein as the “**Systems**”) and the customers of the Systems (referred to herein as the “**Wave Customer Group**”). Wave Broadband is a provider of interconnected VoIP services that provides no international or

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<sup>1</sup> “Interconnected VoIP services” are services that (1) enable real-time, two-way voice communications; (2) require a broadband connection from the user’s location; (3) require IP-compatible customer premises equipment; and (4) permit users to receive calls from and terminate calls to the public switched telephone network. *See IP-Enabled Services; E911 Requirements for IP-Enabled Service Providers*, WC Docket Nos. 04-36, 05-196, First Report and Order and Notice of Proposed Rulemaking, 20 FCC Rcd 10245, 10257-58 ¶ 24 (2005), *aff’d*, *Nuvio Corp. v. FCC*, 473 F.3d 302 (D.C. Cir. 2006). To date, the Commission has not determined whether interconnected VoIP services are telecommunications services.

domestic telecommunications services except to the extent that interconnected VoIP services may constitute telecommunications services.<sup>2</sup> CCO Fiberlink is a non-dominant carrier authorized by the Commission to provide international telecommunications services. Charter Fiberlink is a non-dominant carrier authorized by the Commission to provide domestic telecommunications services and provides international telecommunications services pursuant to 47 CFR § 63.21(h). CCE II is not authorized by the Commission to provide any telecommunications services. The Applicants seek streamlined processing of this Joint Application.<sup>3</sup>

In support of this Joint Application, the Applicants respectfully submit the following information:

## **I. THE APPLICANTS**

### **A. Charter**

CCE II is a limited liability company organized under the laws of the State of Delaware. CCE II's principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. CCE II is not authorized by the Commission to provide domestic or international telecommunications services.

CCO Fiberlink is a limited liability company organized under the laws of the State of Delaware. CCO Fiberlink's principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. CCO Fiberlink is authorized by the Commission to provide international telecommunications services<sup>4</sup> but provides such services only through its wholly-owned subsidiaries, of which Charter Fiberlink is one.

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<sup>2</sup> Wave is not authorized by the Commission to provide international telecommunications services. To the extent, if any, that the Commission deems the provision of interconnected VoIP service to be the provision of telecommunications services, Wave Broadband provides domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission's rules.

<sup>3</sup> A Domestic Supplement containing the information required by 47 C.F.R. § 63.04 is attached hereto at Exhibit A.

<sup>4</sup> CCO Fiberlink is authorized by the Commission to provide resold international telecommunications services pursuant to File Number: ITC-214-20060309-00144.

Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware and a wholly-owned subsidiary of CCO Fiberlink. Charter Fiberlink's principal offices are located at 12405 Powerscourt Drive, St. Louis, Missouri 63131. Charter Fiberlink is currently authorized to provide switched and unswitched intrastate and interstate telecommunications services and resold international telecommunications services to customers in California using, in part, Voice over Internet Protocol technology. Charter Fiberlink is authorized by the Commission to provide domestic interstate telecommunications services pursuant to blanket license<sup>5</sup> and resold international telecommunications services pursuant to the authorization granted to CCO Fiberlink.<sup>6</sup>

Charter Fiberlink has both the technical expertise and financial capability to provide telecommunications services to the Wave Customer Group. Charter Fiberlink currently provides a full array of intrastate, interstate and international telecommunications services to customers in California. Moreover, affiliates of Charter Fiberlink are authorized to provide switched and unswitched intrastate, interstate and international telecommunications services to over 500,000 customers in the States of Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Minnesota, Missouri, Nevada, North Carolina, Oregon, South Carolina, Tennessee, Texas, Virginia, Washington and Wisconsin.<sup>7</sup> Charter Fiberlink and its affiliates utilize dedicated staff to manage their respective voice communications operations. This staff is competent in all areas of telephone system management including finance, operations, regulation, engineering, networking and sales. In addition, this staff has, in the aggregate, over 100 years of industry experience in developing, managing, and operating all types of telephone networks and services.

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<sup>5</sup> Charter Fiberlink is authorized by the Commission to provide domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission's rules.

<sup>6</sup> See Public Notice of International Authorizations Granted. DA 06-842 (April 13, 2006) at 6-7.

<sup>7</sup> Cable affiliates of Charter Fiberlink also currently provide cable television services and high speed data services to customers in franchised areas in approximately thirty-five (35) states.

Neither CCE II, CCO Fiberlink, nor Charter Fiberlink has any affiliation, within the meaning of Section 63.09(e) of the Commission Rules (47 C.F.R. § 63.09(e)), with a dominant or foreign facilities-based carrier.

**B. Wave**

Wave Broadband is a limited liability company organized under the laws of the State of Washington. Wave Broadband's principal offices are located at 401 Kirkland Park Place, Suite 500, Kirkland, Washington 98033. Wave Broadband currently provides cable television service, high speed data service and interconnected VoIP service to the Wave Customer Group. Wave Broadband is not authorized by the Commission to provide international telecommunications services.<sup>8</sup>

WaveDivision is a limited liability company organized under the laws of the State of Washington. WaveDivision's principal offices are located at 401 Kirkland Park Place, Suite 500, Kirkland, Washington 98033. WaveDivision is not authorized by the Commission to provide domestic or international telecommunications services.

**II. DESCRIPTION OF TRANSACTION**

On or about April 26, 2007, CCE II and WaveDivision entered into an Asset Purchase Agreement (the "**Asset Agreement**"), as amended. Pursuant to the terms and subject to the conditions of the Agreement, CCE II and Charter Fiberlink will purchase from Wave substantially all of the assets and assume certain liabilities relating to the Systems and the Wave Customer Group. The transaction is anticipated to close in October 2007. Upon consummation of the transactions contemplated in the Agreement, CCE II will acquire ownership of substantially all of the assets used or useful in the operation of the Systems and Charter Fiberlink will acquire the Wave Customer Group and related intangible assets.

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<sup>8</sup> To the extent, if any, that the Commission deems the provision of interconnected VoIP service to be the provision of telecommunications services, Wave Broadband provides domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission's rules.

### III. PUBLIC INTEREST

Grant of consent (to the extent, if any, that such consent may be required) to the transfer of Wave's assets and interconnected VoIP customers to Charter will serve the public interest. The members of the Wave Customer Group will be transitioned to the rates, terms and conditions of Charter Fiberlink's telecommunications service offerings following the closing of the transaction.<sup>9</sup> Consummation of the proposed transaction will serve the public interest in promoting competition in the domestic and international telecommunications market by providing Charter Fiberlink the opportunity to strengthen its competitive position by combining the Wave Customer Group with Charter Fiberlink's current services, products and expertise. Moreover, approval of the transfer will permit Charter Fiberlink to realize economic and marketing efficiencies which will enhance its ability to provide high-quality, low-cost telecommunications services and to compete effectively in the telecommunications market. Accordingly, the proposed acquisition will benefit consumers through improved services, thereby promoting competition in the telecommunications market.

For each of the foregoing reasons, grant of consent (to the extent, if any, that such consent may be required) to the transfer of Wave's assets to Charter is in the public interest.

### IV. PART 64 INFORMATION

Pursuant to Section 63.24(e)(2) of the Commission's Rules, the Applicants submit the following information:<sup>10</sup>

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<sup>9</sup> The Applicants will notify each affected customer at least thirty (30) days in advance of consummation of the pending transaction to ensure a smooth transition from Wave to Charter. See sample customer notification letter at Exhibit D.

<sup>10</sup> Charter Fiberlink provides international telecommunications services pursuant to the international Section 214 authority to provide resold international telecommunications services held by CCO Fiberlink, of which Charter Fiberlink is a wholly-owned subsidiary (see *supra* at notes 4 and 6). Charter Fiberlink holds authority to provide domestic interstate telecommunications services pursuant to blanket licenses provided under Section 63.01(a) of the Commission's rules. CCE II does not hold authority to provide either international or domestic interstate telecommunications services. Wave does not hold authority to provide international telecommunications services. To the extent, if any, that the Commission deems the provision of interconnected VoIP service to be the provision of telecommunications services, Wave provides domestic interstate telecommunications services pursuant to a blanket license provided under Section 63.01(a) of the Commission's rules.

**(a) Names, addresses and telephone numbers of the Applicants:**

*Transferees:*

Charter Communications Entertainment II, LLC  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Telephone: (314) 965-0555

CCO Fiberlink, LLC  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Telephone: (314) 965-0555

Charter Fiberlink CA-CCO, LLC  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Telephone: (314) 965-0555

*Transferors:*

WaveDivision VI, LLC  
401 Kirkland Park Place, Suite 500  
Kirkland, WA 98033  
Telephone: (425) 896-1891

Wave Broadband, LLC  
401 Kirkland Park Place, Suite 500  
Kirkland, WA 98033  
Telephone: (425) 896-1891

**(b) The Government, State or Territory under the laws of which each of the Applicants is organized:**

CCE II is a limited liability company organized under the laws of the State of Delaware.

CCO Fiberlink is a limited liability company organized under the laws of the State of Delaware.

Charter Fiberlink is a limited liability company organized under the laws of the State of Delaware.

WaveDivision is a limited liability company organized under the laws of the State of Washington.

Wave Broadband is a limited liability company organized under the laws of the State of Washington.

(c) Correspondence concerning this Joint Application should be addressed to:

Carrie L. Cox, Esq.  
Vice President and Senior Counsel  
Telephone Legal and Regulatory Affairs  
Charter Communications, Inc.  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Telephone: (314) 543-2567  
Facsimile: (314) 965-6640  
Email: [carrie.cox@chartercom.com](mailto:carrie.cox@chartercom.com)

with a copy to:

Charles A. Hudak, Esq.  
Charles V. Gerkin, Jr., Esq.  
Friend, Hudak & Harris, LLP  
Three Ravinia Drive  
Suite 1450  
Atlanta, Georgia 30346  
Telephone: (770) 399-9500  
Facsimile: (770) 395-0000  
Email: [chudak@fh2.com](mailto:chudak@fh2.com)  
[cgerkin@fh2.com](mailto:cgerkin@fh2.com)  
Counsel to Charter

and

Steven Weed  
Chief Executive Officer  
James A. Penney  
Executive Vice President  
Wave Broadband, LLC  
WaveDivision VI, LLC  
401 Kirkland Park Place, Suite 500  
Kirkland, WA 98033  
Telephone: (425) 896-1891  
Facsimile: (425) 896-1911  
Email: [steve@wavebroadband.com](mailto:steve@wavebroadband.com)  
[jpenney@wavebroadband.com](mailto:jpenney@wavebroadband.com)

with a copy to:

Joseph E. Shickich, Jr.  
Riddell Williams P.S.  
1001 4<sup>th</sup> Ave Plaza, #4500  
Seattle, WA 98154-1192  
Telephone: (206) 624-3600  
Facsimile: (206) 389-1708  
Email: [jshickich@riddellwilliams.com](mailto:jshickich@riddellwilliams.com)  
Counsel to Wave

**(d) Statement as to previous Section 214 authorization:**

CCO Fiberlink previously received authority from the Commission under Section 214 of the Communications Act to provide resold international telecommunications services.<sup>11</sup> Charter Fiberlink is a wholly-owned subsidiary of CCO Fiberlink and is authorized to provide resold international telecommunications services under CCO Fiberlink's authorization pursuant to Section 63.21(h) of the Commission's rules.<sup>12</sup> Wave has not been authorized by the Commission to provide international telecommunications services.

**(e) This Joint Application requests Commission consent (to the extent, if any, that such consent may be required) to the sale and transfer of the Systems from Wave to Charter and the provision of telecommunications services to the Wave Customer Group by Charter.**

**(f) Not applicable.**

**(g) Not applicable.**

**(h) The following entities hold a ten percent (10%) or greater ownership interest in Charter Communications Holding Company, LLC, which indirectly holds 100 percent (100%) ownership of CCE II, CCO Fiberlink and Charter Fiberlink through a series of intervening corporations and limited liability companies. The vertical ownership chain of intervening corporations and limited liability companies between the following entities and CCE II, CCO Fiberlink and Charter Fiberlink is set forth on Schedule 1 of this Application.**

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<sup>11</sup> See note 4.

<sup>12</sup> See note 6.

<i>Name and Address</i>	<i>Percent Held</i>	<i>Citizenship</i>	<i>Principal Business</i>
P.G. Allen 505 Fifth Avenue South Suite 900 Seattle, Washington 98104	45.8%	USA	Investment
Charter Communications, Inc 12405 Powerscourt Drive St. Louis, Missouri 63131	54.2%	USA	Cable/ Telecommunications

Paul G. Allen, an individual who is a citizen of the United States, directly owns 7.1% of the equity securities and 90.9% of the voting securities of Charter Communications, Inc., 100% of the securities of Vulcan Cable III, Inc., and 100% of the securities of Charter Investment, Inc. Charter Communications, Inc. owns 54.2% of the equity securities and 100% of the voting securities of Charter Communications Holding Company, LLC. Vulcan Cable III, Inc. owns 15.7% of the equity securities of Charter Communications Holding Company, LLC. Charter Investment, Inc. owns 30.1% of the equity securities of Charter Communications Holding Company, LLC.

No person or entity other than Paul G. Allen owns or controls 10% or more of the equity securities or voting securities of Charter Communications, Inc., and no person or entity other than Charter Communications, Inc., Vulcan Cable III, Inc., Charter Investment, Inc. and Paul G. Allen (indirectly through his equity and voting interests in Charter Communications, Inc. and his 100% ownership of Vulcan Cable III, Inc. and Charter Investment, Inc.) owns or controls 10% or more of the equity securities or voting securities of Charter Communications Holding Company, LLC.

(i) **Certification that Charter is not a foreign carrier and is not affiliated with a foreign carrier:**

*See Exhibit B.*

(j) **Certification that Charter does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. §§ 63.18(j)(1)-(4), is true:**

*See Exhibit B.*

(k) **Not applicable (*see* response to item (j)).**

(l) **Not applicable (*see* response to item (j)).**

(m) **Not applicable (*see* response to item (j)).**

(n) **Certification that Charter has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future:**

*See Exhibit B.*

(o) **Certifications by the Applicants that no party to this Joint Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 853(a):**

*See Exhibits B and C.*

(p) **Streamlined Processing.**

Applicants request streamlined processing of this Joint Application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. To the extent, if any, that the Commission's consent is required for the proposed transaction, this Joint Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules because: (1) neither CCE II, CCO Fiberlink nor Charter Fiberlink is affiliated with a foreign carrier; (2) neither CCE II, CCO Fiberlink nor Charter Fiberlink is affiliated with a dominant U.S. carrier; and (3) Charter does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. *See* 47 C.F.R. §§ 63.12(a)-(c).

V. CONCLUSION

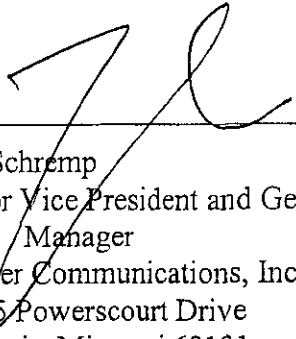
For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application would serve the public interest, convenience and necessity.

Respectfully submitted,

CHARTER COMMUNICATIONS ENTERTAINMENT  
II, LLC  
CCO FIBERLINK, LLC  
CHARTER FIBERLINK CA - CCO, LLC

By: CHARTER COMMUNICATIONS, INC.  
as Manager

By: \_\_\_\_\_

  
Ted Schremp  
Senior Vice President and General  
Manager  
Charter Communications, Inc.  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Telephone: (314) 543-2371  
Facsimile: (314) 288-3555  
Email: [ted.schremp@chartercom.com](mailto:ted.schremp@chartercom.com)

WAVEDIVISION VI, LLC  
WAVE BROADBAND, LLC

By: \_\_\_\_\_

James A. Penney  
Executive Vice President  
WaveDivision VI, LLC  
401 Kirkland Park Place, Suite 500  
Kirkland, WA 98033  
Telephone: (425) 896-1891  
Facsimile: (425) 896-1911  
Email: [jpenney@wavebroadband.com](mailto:jpenney@wavebroadband.com)

Dated: 8/9, 2007

V. CONCLUSION

For the foregoing reasons, the Applicants respectfully submit that grant of this Joint Application would serve the public interest, convenience and necessity.

Respectfully submitted,

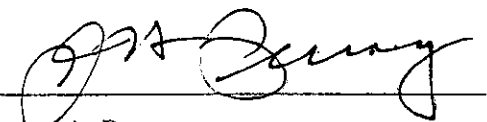
CHARTER COMMUNICATIONS ENTERTAINMENT  
II, LLC  
CCO FIBERLINK, LLC  
CHARTER FIBERLINK CA - CCO, LLC

By: CHARTER COMMUNICATIONS, INC.  
as Manager

By: \_\_\_\_\_  
Ted Schremp  
Senior Vice President and General  
Manager  
Charter Communications, Inc.  
12405 Powerscourt Drive  
St. Louis, Missouri 63131  
Telephone: (314) 543-2371  
Facsimile: (314) 288-3555  
Email: [ted.schremp@chartercom.com](mailto:ted.schremp@chartercom.com)

WAVE DIVISION VI, LLC  
WAVE BROADBAND, LLC

By:

  
James A. Penney  
Executive Vice President  
WaveDivision VI, LLC  
401 Kirkland Park Place, Suite 500  
Kirkland, WA 98033  
Telephone: (425) 896-1891  
Facsimile: (425) 896-1911  
Email: [jpenney@wavebroadband.com](mailto:jpenney@wavebroadband.com)

Dated: \_\_\_\_\_, 2007

## EXHIBIT A

### DOMESTIC SUPPLEMENT TO JOINT APPLICATION FOR CONSENT TO TRANSFER INTERNATIONAL AND DOMESTIC AUTHORITY PURSUANT TO SECTION 214 OF THE COMMUNICATIONS ACT OF 1934, AS AMENDED

Pursuant to 47 C.F.R. § 63.04(b), the following information required by 47 C.F.R. §§ 63.04(a)(6)-(a)(12) is supplied in connection with the preceding Joint Application for Consent to Transfer International and Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as amended:

**(6) Description of the Transaction:**

On or about April 26, 2007, CCE II and WaveDivision entered into an Asset Purchase Agreement (the "Asset Agreement"), as amended. Pursuant to the terms and subject to the conditions of the Agreement, CCE II and Charter Fiberlink will purchase from Wave substantially all of the assets and assume certain liabilities relating to the Systems and the Wave Customer Group. The transaction is anticipated to close in October 2007. Upon consummation of the transactions contemplated in the Agreement, CCE II will acquire ownership of substantially all of the assets used or useful in the operation of the Systems and Charter Fiberlink will acquire the Wave Customer Group and related intangible assets.

**(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:**

CCE II is not authorized by the Commission to provide, and does not provide, domestic or international telecommunications services.

CCO Fiberlink, the immediate corporate parent of Charter Fiberlink, is authorized by the Commission to provide resold international telecommunications services but would provide such services only through its wholly-owned subsidiaries, including Charter Fiberlink.

*Charter Fiberlink is authorized to provide intrastate, interstate and international telecommunications services to customers in the State of California. Telephone affiliates of Charter Fiberlink are currently authorized to provide a full array of switched and unswitched intrastate, interstate and international telecommunications services to customers in the States of Alabama, California, Connecticut, Georgia, Illinois, Louisiana, Massachusetts, Michigan, Missouri, Minnesota, Nevada, North Carolina, Oregon, South Carolina, Tennessee, Texas, Virginia, Washington and Wisconsin. Cable affiliates of Charter Fiberlink currently provide cable television services and high speed data services to customers in franchised areas in approximately thirty-five (35) states.*

WaveDivision is not authorized by the Commission to provide, and does not provide, domestic or international telecommunications services.

Wave Broadband currently provides cable television services, high speed data services and interconnected VoIP services to customers in the State of California. Wave Broadband does not provide domestic or international telecommunications services except to the extent that the Commission may determine that interconnected VoIP services are telecommunications services. Astound Broadband, LLC, an affiliate of Wave, currently provides cable television services, high speed data services and domestic and international telecommunications services to customers in the State of California, and another affiliate of Wave currently provides cable television services, high speed data services and interconnected VoIP services to customers in the State of Washington.

**(8) A statement as to how the Joint Application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment:**

To the extent, if any, that the Commission's consent is required for the proposed transaction, the Joint Application presumptively qualifies for streamlined treatment pursuant to Section 63.03(b)(2) of the Commission's Rules, 47 C.F.R. § 63.03(b)(2), because the proposed transaction

would result in Charter having a market share in the interstate, interexchange market of less than 10 percent, Charter would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and none of the Applicants is dominant with respect to any service.

**(9) Identification of all other Commission applications related to the same transaction:**

The preceding Joint Application for Consent to the Transfer of Domestic and International authority related to the assets used in the provision of international telecommunications services is being submitted herewith.

**(10) A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:**

Applicants do not seek special consideration in this Joint Application.

**(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:**

None.

**(12) A statement showing how grant of the Joint Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:**

Grant of consent (to the extent, if any, that such consent may be required) to the transfer of Wave's assets and interconnected VoIP customers to Charter will serve the public interest. The members of the Wave Customer Group will be transitioned to the rates, terms and conditions of Charter Fiberlink's telecommunications service offerings following the closing of the transaction.<sup>13</sup> Consummation of the proposed transaction will serve the public interest in promoting competition in the domestic and international telecommunications market by providing Charter Fiberlink the opportunity to strengthen its competitive position by combining the Wave Customer Group with

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<sup>13</sup> The Applicants will notify each affected customer at least thirty (30) days in advance of consummation of the pending transaction to ensure a smooth transition from Wave to Charter. See sample customer notification letter at Exhibit D.

Charter Fiberlink's current services, products and expertise. Moreover, approval of the transfer will permit Charter Fiberlink to realize economic and marketing efficiencies which will enhance its ability to provide high-quality, low-cost telecommunications services and to compete effectively in the telecommunications market. Accordingly, the proposed acquisition will benefit consumers through improved services, thereby promoting competition in the telecommunications market.

For each of the foregoing reasons, grant of consent (to the extent, if any, that such consent may be required) to the transfer of Wave's assets to Charter is in the public interest.

## EXHIBIT B

### CERTIFICATION OF CHARTER

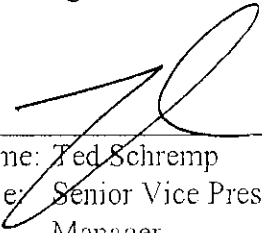
The undersigned hereby certifies, on behalf of Charter Communications Entertainment II, LLC, CCO Fiberlink, LLC and Charter Fiberlink CA-CCO, LLC (collectively, "Charter") with respect to the foregoing Joint Application for Consent to Transfer International and Domestic Assets and Customers Pursuant to Section 214 of the Communications Act of 1934, as amended, that:

1. Charter is not affiliated with any foreign carrier.
2. Charter will comply with the terms and conditions contained in Section 63.21, 63.22 and 63.23 of the Commission's Rules (47 C.F.R. 63.21-.23).
3. Charter does not seek to provide international telecommunications service to any destination where: (1) Charter is a foreign carrier in that country; (2) Charter controls a foreign carrier in that country; (3) any entity that owns more than a 25% interest in Charter, or controls Charter, controls a foreign carrier in that country; or (4) two or more parties own, in the aggregate, more than 25% of Charter and are parties to, or the beneficiaries of, a contractual relationship that affects the provision or marketing of international basic telecommunications services in the United States.
4. Charter has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.
5. Charter is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
6. The contents of the Application are true and correct to the best of my knowledge, information, and belief.

Charter Communications Entertainment II, LLC  
CCO Fiberlink, LLC  
Charter Fiberlink CA-CCO, LLC

By: Charter Communications, Inc.  
as Manager

By:

  
Name: Ted Schremp  
Title: Senior Vice President and General  
Manager  
Charter Communications, Inc.

Date: 8/9/07

EXHIBIT C

CERTIFICATION OF WAVE

The undersigned hereby certifies, on behalf of WaveDivision VI, LLC and Wave Broadband, LLC (collectively, "Wave") that Wave is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

WaveDivision VI, LLC  
Wave Broadband, LLC

By:

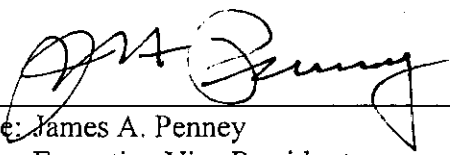
  
Name: James A. Penney  
Title: Executive Vice President  
Date: August 8, 2007

EXHIBIT D

FORM OF CUSTOMER NOTIFICATION LETTER

Wave Broadband, LLC

Charter Fiberlink CA – CCO, LLC

\_\_\_\_\_, 2007

Dear Customer:

Wave Broadband, LLC ("Wave") currently provides your interconnected Voice over Internet Protocol ("VoIP") communications service. Charter Fiberlink CA – CCO, LLC and its affiliate ("Charter") have agreed to acquire assets of Wave in and around Cerritos and Ventura, California. Accordingly, Charter shortly will begin providing telephone service to customers currently being served by Wave.

Subject to obtaining any state and federal regulatory approvals that may be required, we anticipate that the transition to Charter will occur on or about [DATE]. Unless you have begun using a service provider other than Wave prior to this date, Wave will transition your current interconnected VoIP communications service to Charter's telephone service.

The rates, terms and conditions for the Charter telephone service to which your interconnected VoIP service will be transitioned will remain the same at the time of this change.

You have the right to subscribe to telephone service from any service provider, if any, that you wish. This decision is entirely up to you, and you may choose to switch to another provider either before or after the transfer to Charter occurs. However, selecting a carrier other than Charter may result in a charge being imposed for which Charter will not be responsible. Charter values your continued business and will gladly respond to any questions you may have about your service either prior to or during the change.

Until the actual transfer date, Wave will continue to be responsible for all customer service and billing issues. You should contact Wave with any questions, complaints or other customer service inquiries you may have prior to the transfer. After the transfer date, you should refer your questions to Charter.

If you have any questions regarding the transfer to Charter, please contact \_\_\_\_\_,  
Charter's \_\_\_\_\_ at \_\_\_\_\_.

Wave Broadband, LLC  
Charter Fiberlink CA – CCO, LLC

# Schedule I Ownership Chain

